

RECORDATION NO. **23372-H** FILED

**AUG 30 '01 3-07 PM**  
**75**

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

August 30, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended Memorandum of Lease Agreement (Rider No. 6), dated March 16, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 23372.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation  
One Centerpointe Drive  
Lake Oswego, OR 97035

Lessee: Florida East Coast Railway, L.L.C.  
1 Malaga Street  
Saint Augustine, FL 32084

A description of the railroad equipment covered by the enclosed document is:

40 railcars FEC 60085 - FEC 60124

Mr. Vernon A. Williams  
August 30, 2001  
Page Two

A short summary of the document to appear in the index follows:

Amended Memorandum of Lease Agreement (Rider No. 6)

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

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SURFACE TRANSPORTATION BOARD

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***AMENDED MEMORANDUM OF LEASE AGREEMENT***

***BETWEEN***

***GREENBRIER LEASING CORPORATION ("LESSOR")***

***AND***

***FLORIDA EAST COAST RAILWAY, L.L.C. ("LESSEE")***

***MAY 1, 2000***

***RIDER NO. 6 DATED MARCH 16, 2001***

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This Amended Memorandum supersedes and replaces that Memorandum of Lease Agreement filed with the Surface Transportation Board on April 5, 2001 under Recordation No. 23372-D in connection with a Lease Agreement dated as of May 1, 2000 (the "Lease"), and Rider No. 6 thereto, made and entered into as of March 15, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and Florida East Coast Railway, L.L.C., a Florida limited liability company ("Lessee"). This Memorandum is filed in connection with the Lease and Rider No. 6 to the Lease dated March 16, 2001.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor forty (40) three-unit, drawbar-connected double-stack railcars with 53-foot wells, marked and numbered FEC 60085 through FEC 60124, inclusive.
2. The Lease Agreement and Rider No. 6 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in Rider No. 6.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

FLORIDA EAST COAST RAILWAY, L.L.C.

BY: Norris M. Webb

BY: W. G. Griffiths

NAME: Norris M. Webb

NAME: W. G. Griffiths

TITLE: Executive Vice President

TITLE: VP & CMC

DATE: 8/29/01

DATE: August 28, 2001

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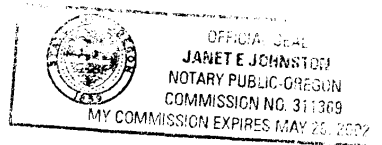
SURFACE TRANSPORTATION BOARD

[illegible]

On this 29<sup>th</sup> day of August, 2001, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

*Jermet E. Johnson*  
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF FLORIDA )  
COUNTY OF St Johns ) ss.

On this 28 day of August, 2001, before me personally appeared W. C. Gr. H. H., to me personally known, who being by me duly sworn, says that s/he is the VP, CMO of FLORIDA EAST COAST RAILWAY, L.L.C., that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Bonnie L. Hatfield  
NOTARY PUBLIC

My commission expires: **BONNIE D. HATFIELD**  
Notary Public, State of Florida  
My comm. expires Oct. 24, 2003  
Comm. No. CE 880749